

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OTI INC.", CHANGING ITS NAME FROM "OTI INC." TO "OVERSEAS TELECOMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2111370 8100

960337223

AUTHENTICATION: 8200073

DATE: 11-19-96

866365029

FILED

10 AM

DEC 31 1986

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION OF
OTI INC.

Michael H. Hille
SECRETARY

OTI Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, having filed its original Certificate of Incorporation on December 17, 1986, does HEREBY CERTIFY THAT:

1. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, by unanimous written consent, adopted a resolution proposing and declaring advisable the following amendment of the Certificate of Incorporation of said Corporation:

ARTICLE I of the Certificate of Incorporation of OTI Inc. is hereby amended to read as follows:

"1. The name of the Corporation is Overseas Telecommunications, Inc."

2. The sole shareholder of the Corporation has given its written consent to the foregoing amendment.

3. Said Amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, OTI Inc. has caused this Certificate to be signed by K. Paul Singh, its President and attested by John F. DePodesta, its Secretary, this 31st day of December 1986.

By: K. Paul Singh
K. Paul Singh, its President

ATTEST:

John F. DePodesta
John F. DePodesta, its Secretary

**EXHIBIT III
(Questions 6, 7, 24)**

A description of this transaction is contained in Volume One, Section II of this filing. The Merger Agreement for this transaction is set forth in Volume Three, Section D.

**EXHIBIT IV
(Questions 9-10)**

The transferee, British Telecommunications plc ("BT"), is a public limited company whose registered offices are located at 81 Newgate Street, London EC1A 7AJ, England. BT has over 2.3 million shareholders and is listed on the London, New York and Tokyo stock exchanges. The principal business of BT is providing telecommunications services, and its main products and services are local, long-distance and international calls; telephone lines, equipment and private circuits for homes and businesses; providing and managing private networks; and supplying mobile communications services. BT is involved in a variety of joint ventures and arrangements in mainland Europe, and has partnerships or distributorship arrangements in a number of countries in the Asia-Pacific region.

The principals are substantially engaged in communications businesses.

**EXHIBIT V
(Question 14(a)(1))**

A copy of the Articles of Incorporation of BT is attached in Volume
Three, Section E.

EXHIBIT VI
(Questions 14(a)(2))

Information regarding the names and addresses of the officers and directors of BT is contained in Volume Three, Section B of this filing. As of June 21, 1996 the ownership of BT's ordinary shares by BT's directors and officers, collectively, was limited to .004% of total ordinary shares. There is no beneficial owner of more than 10% of BT's ordinary shares.

**EXHIBIT VII
(Questions 14(b) - 14(f))**

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of the transaction is contained in Volume One, Section II of this filing.

EXHIBIT VIII
(Question 15)

BT is not affiliated with any providers engaged in the business of providing a public land line message telephone service in the United States ("US").

BT is affiliated with entities engaged in the business of providing a public land line message telephone service outside of the US.

EXHIBIT IX
(Question 20)

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

EXHIBIT X
(Question 21)

BT currently is interested in the control of licensed radio stations in various services by virtue of its 20 percent investment in MCI Communications Corporation ("MCIC"). Subsidiaries of MCIC hold these licenses, as listed for each service in the relevant section of Volume Two. Since BT acquired its interest in 1994, the subsidiaries have sold or let expire other radio station licenses in the due course of business. Additional information about these licenses is contained in the Commission's files, and BT will provide any further information the Commission may require.

EXHIBIT XI
(Question 28)

See Volume One, Section III for a description of how the instant
proposal will be in the public interest

**EXHIBIT XII
(Certification)**

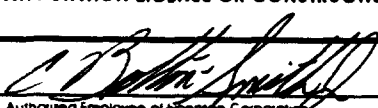
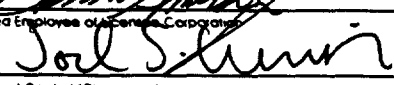
Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 25.110(e) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 704 in his capacity as attorney for BT.

Approved by OMB
3068-0053
Expires 10/31/96
See reverse for public
burden estimate.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee Western Union International, Inc.			
(b) Number and street address 201 Centennial Avenue			
(c) Number and street address continuation			
(d) City Piscataway	(e) State NJ	(f) ZIP Code 08854	
2. Call sign and radio service of each station See Exhibit I			
3.(a) Fee Type Code PATM	(b) Fee Multiple 2	(c) Fee Due \$90.00	FOR FCC USE ONLY
4. Name(s) and Address(es) of Transferee British Telecommunications plc BT Centre 81 Newgate Street London EC1A 7AJ England			
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES <input checked="" type="checkbox"/> X NO <input type="checkbox"/>
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> X
7. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 4.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 4.			YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> X
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.			YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>
(d) What is the name and address of the corporation in immediate control?			See Exhibit II
(e) Under the laws of what State or Country is the controlling corporation organized?			See Exhibit II
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES <input type="checkbox"/> NO <input type="checkbox"/>
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			See Exhibit II
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h).			See Exhibit II
8. By checking "YES", the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 USC, Section 862, or, in the case of a non-individual applicant (e.g. corporation, partnership, or other unincorporated association), no party to the application is subject to a denial of federal benefits, that includes FCC benefits, pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR Section 1.2002(b). <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO Failure to check "YES" may cause dismissal of your application.			
CERTIFICATION: Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise; Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons; Neither applicant nor any member thereof is a foreign government or representative thereof; Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE  Authorized Employee of Licensee Corporation		DATE 11/27/96	
SIGNATURE  Transferor of Control (Check one)		DATE 11/27/96 See Exhibit III	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (Specify):			

INSTRUCTIONS

1. This form applies only to stations authorized under Parts 5, 80, 87, 90, 94, and 95 of FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are to be made or have been made, the appropriate application for modification of license should be filed.
2. Information entered for items 1 and 2 of Part I should be that of the current corporate licensee. If your answer differs, an explanation should be provided.
3. Item 3 must be completed by all applicants EXCEPT Marine Ship and Aviation Aircraft Licensees which are exempt from Transfer of Control fee requirements. All other applicants must complete item 3 as follows:

In item 3(a) enter the three letter Fee Type Code "PAT" if the call sign(s) being transferred is authorized in the Land Mobile, Private Operational Fixed Microwave, Marine Coast, Aviation Ground, or General Mobile Radio Services. If the call sign(s) being transferred is authorized in the Experimental Radio Services (FCC Rules Part 5), enter the three letter Fee Type Code "EAE"

Complete item 3(b) with the Fee Multiple (number of call signs listed in item 2). Complete item 3(c) with the number obtained from multiplying the correct fee by the number in item 3(b). See the current Fee Filing Guide, or contact the FCC at (717) 337-1212 for the correct fee. The amount in item 3(c) is the total filing fee required for your application.

4. The information to be given in items 5, 6, and 7 should be that information which will be true after the Transfer of Control has taken place. If the answer to item 7(a) and (b) is "Yes", do not file this application, as the corporation would not be eligible for a license.
5. You must complete item 8 by checking a block.
6. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
7. Complete items 1 and 2 of Part II. If item 1 differs from that of the current corporate licensee, an explanation should be provided.
8. PART 94 applicants must answer the following on a separate sheet of paper:
 - a. Is the transfer a pro forma transfer of control? If yes, provide an explanation.
 - b. Certify that each station involved in the transfer is constructed and operational.

WHERE TO FILE

FEE EXEMPT APPLICATIONS:

Transfer of Control for Marine Ship or
Aviation Aircraft Radio Services

Mail to: Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

APPLICATIONS REQUIRING A FEE:

Transfer of Control for Land Mobile,
General Mobile, Marine Coast, Aviation
Ground, or Private Operational Fixed
Microwave Radio Services

Mail to: Federal Communications Commission
Transfer of Control
P. O. Box 358310
Pittsburgh, PA 15251-5310

Transfer of Control for Experimental
Radio Service

Mail to: Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

Public burden for this collection of information is estimated to be thirty-six minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to the Federal Communications Commission, Records Management Division, AMD-PIRS, Washington, DC 20554, and to the Office of Management and Budget, Office of Information and Regulatory Affairs, Paperwork Reduction Project (3060-0053), Washington, DC 20503.

NOTICE TO INDIVIDUALS REQUIRED BY PRIVACY ACT OF 1974 AND THE PAPER WORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3).

DETAILS / ADDITIONAL INFORMATION:

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

Western Union International, Inc.
201 Centennial Avenue
Piscataway, NJ 08854

2. Call sign and radio service of each station

See Exhibit I

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in Item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



**FEDERAL
COMMUNICATIONS
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

EXHIBIT I
(Question 2)

The call signs of Public Coast Station Service licenses held by Western Union International, Inc. ("WUI") are as follows:

<u>Call Sign</u>	<u>Site Location</u>
KPH	Bolinas, CA
WCC	Chatham, MA

WUI, the proposed transferor, has pending an application for the assignment of the above licenses from WUI to Globe Wireless, Inc. See FCC File No. 878286 and FCC File No. 878287. Should the Commission approve the referenced assignment application, Applicants request that the transfer application for KPH and WCC be dismissed without prejudice.

EXHIBIT II
(Question 7)

WUI, a Delaware corporation, is a wholly-owned subsidiary of MCI International, Inc. ("MCI International"). MCI International, a Delaware corporation, is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"), a Delaware corporation. The address for both MCI International and MCIC is 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006. Following the proposed merger, British Telecommunications plc ("BT") will have a 100% controlling interest in MCIC.

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT, MCIC, MCI International and WUI is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens..

A detailed description of the transaction is contained in Volume One, Section II of this filing.

EXHIBIT III
(Certification)

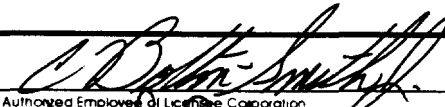
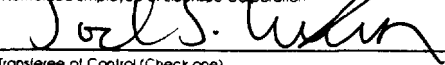
Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 21.6(d) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 703 in his capacity as attorney for BT.

Approved by OMB
3060-0053
Expires 10/31/96
See reverse for public
burden estimate.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee MCI Telecommunications Corporation			
(b) Number and street address 1801 Pennsylvania Avenue, N.W.			
(c) Number and street address continuation			
(d) City Washington	(e) State D.C.	(f) ZIP Code 20006	
2. Call sign and radio service of each station See Exhibit I			
3. (a) Fee Type Code PATM	(b) Fee Multiple 304	(c) Fee Due \$13,680.00	FOR FCC USE ONLY
4. Name(s) and Address(es) of Transferee British Telecommunications plc BT Centre 81 Newgate Street London EC1A 7AJ England			
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES X NO
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			YES NO X
7. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 4.			YES NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 4.			YES NO
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.			YES NO
(d) What is the name and address of the corporation in immediate control?			YES NO
(e) Under the laws of what State or Country is the controlling corporation organized?			YES NO
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES NO
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).			YES NO
8. By checking "YES", the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 USC, Section 862, or, in the case of a non-individual applicant (e.g. corporation, partnership, or other unincorporated association), no party to the application is subject to a denial of federal benefits, that includes FCC benefits, pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR Section 1.2002(b). <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO Failure to check "YES" may cause dismissal of your application.			
CERTIFICATION: Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise; Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons; Neither applicant nor any member thereof is a foreign government or representative thereof; Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE  Authorized Employee of Licensee Corporation		DATE 11/27/96	
SIGNATURE  Transferee of Control (Check one)		DATE 11/27/96	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (Specify):		See Exhibit II	

INSTRUCTIONS

1. This form applies only to stations authorized under Parts 5, 80, 87, 90, 94, and 95 of FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are to be made or have been made, the appropriate application for modification of license should be filed.
2. Information entered for items 1 and 2 of Part I should be that of the current corporate licensee. If your answer differs, an explanation should be provided.
3. Item 3 must be completed by all applicants EXCEPT Marine Ship and Aviation Aircraft Licensees which are exempt from Transfer of Control fee requirements. All other applicants must complete item 3 as follows:

In item 3(a) enter the three letter Fee Type Code "PAT" if the call sign(s) being transferred is authorized in the Land Mobile, Private Operational Fixed Microwave, Marine Coast, Aviation Ground, or General Mobile Radio Services. If the call sign(s) being transferred is authorized in the Experimental Radio Services (FCC Rules Part 5), enter the three letter Fee Type Code "EAE"

Complete item 3(b) with the Fee Multiple (number of call signs listed in item 2). Complete item 3(c) with the number obtained from multiplying the correct fee by the number in item 3(b). See the current Fee Filing Guide, or contact the FCC at (717) 337-1212 for the correct fee. The amount in item 3(c) is the total filing fee required for your application.
4. The information to be given in items 5, 6, and 7 should be that information which will be true after the Transfer of Control has taken place. If the answer to item 7(a) and (b) is "Yes", do not file this application, as the corporation would not be eligible for a license.
5. You must complete item 8 by checking a block.
6. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
7. Complete items 1 and 2 of Part II. If item 1 differs from that of the current corporate licensee, an explanation should be provided.
8. PART 94 applicants must answer the following on a separate sheet of paper:
 - a. Is the transfer a pro forma transfer of control? If yes, provide an explanation.
 - b. Certify that each station involved in the transfer is constructed and operational.

WHERE TO FILE

FEE EXEMPT APPLICATIONS:

Transfer of Control for Marine Ship or
Aviation Aircraft Radio Services

Mail to: Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

APPLICATIONS REQUIRING A FEE:

Transfer of Control for Land Mobile,
General Mobile, Marine Coast, Aviation
Ground, or Private Operational Fixed
Microwave Radio Services

Mail to: Federal Communications Commission
Transfer of Control
P. O. Box 358310
Pittsburgh, PA 15251-5310

Transfer of Control for Experimental
Radio Service

Mail to: Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

Public burden for this collection of information is estimated to be thirty-six minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to the Federal Communications Commission, Records Management Division, AMD-PIRS, Washington, DC 20554, and to the Office of Management and Budget, Office of Information and Regulatory Affairs, Paperwork Reduction Project (3060-0053), Washington, DC 20503.

NOTICE TO INDIVIDUALS REQUIRED BY PRIVACY ACT OF 1974 AND THE PAPER WORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3).

DETAILS / ADDITIONAL INFORMATION:

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

MCI Telecommunications Corporation
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

2. Call sign and radio service of each station

See Exhibit I

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



**FEDERAL
COMMUNICATIONS
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

EXHIBIT I
(Question 2)

The call signs of Private Telephone Maintenance Radio Service
licenses held by MCI Telecommunications Corporation ("MCIT") are as follows:

CALL SIGN	CALL SIGN	CALL SIGN	CALL SIGN
KA69811	KA69812	KA70044	KA78954
KB35213	KB78424	KB93003	KD39484
KK4992	KNAF930	KNAF932	KNAF933
KNAF935	KNAF937	KNAF938	KNAF939
KNAF998	KNAI701	KNAI702	KNAI703
KNAI704	KNAP819	KNBK943	KNCY901
KNCY903	KNCY904	KNDC306	KNDD741
KNDS246	KNDT49	KNEU384	KNGK985
KNHW242	KNIB811	KNIM338	KNIM340
KNIM342	KNIQ781	KNIT625	KNJB687
KNJC216	KNJT278	KNAP903	KNJX783
KNJX784	KNJX785	KNJX994	KNNF494
KNNG648	KNNH207	KNNI501	KNNJ678
KNNK232	KNNK233	KNNK234	KNNK242
KNNK980	KNNK989	KNNL479	KNNM280
KNNS496	KNNS497	KNNT531	KNNU913
KNNU914	KNNV297	KNNT879	KNNV703
WNAA318	WNAB845	WNBH315	WNBH316
WNFJ377	WNFL526	WNFM891	WNFV382
WNGA318	WNGA728	WNGA781	WNGJ313
WNGS811	WNHB640	WNHB838	WNHC756
WNHC892	WNHI727	WNHI730	WNHP639
WNHT824	WNIA710	WNIC632	WNII726